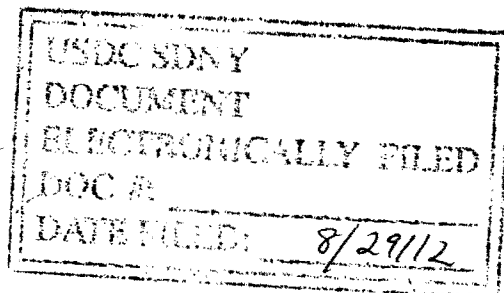


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Civil Action No. 09-CV-06220-SAS
IN RE TRONOX, INC.)	
SECURITIES LITIGATION)	ECF CASE
_____)	

THIS DOCUMENT RELATES TO
ALL CLASS ACTIONS

[PROPOSED] ORDER

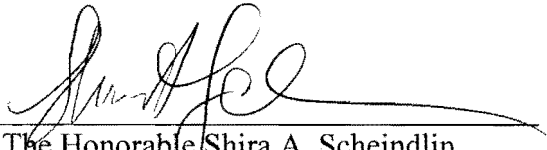


On August 10, 2012, this Court entered its Order Preliminarily Approving Proposed Settlement and Providing for Notice regarding the proposed settlement of this litigation. ECF No. 188. The Order approved forms of notice of the settlement to the Class and a form of Proof of Claim to be utilized in the event the settlement is finally approved. The Settlement Hearing is to occur on November 19, 2012.

On August 28, 2012, Lead Plaintiffs informed the Court by letter of certain modifications requested to be made to the form of Settlement Notice and Proof of Claim. All parties have agreed such modifications are appropriate. Specifically, to avoid any potential ambiguity, the parties agree that the Settlement Notice and Proof of Claim should be revised to make clear that holders of Kerr-McGee Corporation stock who received Tronox Class B shares as a dividend on or about March 30, 2006 are not entitled to any portion of the settlement based on those shares, in the event the settlement is finally approved. This is in accord with the Court's prior ruling, *In re Tronox, Inc. Sec. Litig.*, No. 09-civ-6220 (SAS), 2010 WL 2835545 at *10 n. 160 (S.D. N.Y. June 28, 2010). Accordingly, good cause appearing, the modified forms of Settlement Notice and Proof of Claim attached to Lead Counsel's letter to the Court of

August 28, 2012 are **HEREBY APPROVED**. Lead Counsel are directed to have the Settlement Notice and Proof of Claim mailed to Class members on or before September 10, 2012. No other change to the schedule is required.

SO ORDERED this 29th day of August, 2012.



The Honorable Shira A. Scheindlin
United States District Judge